

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF MISSOURI       )  
  ) ss:  
COUNTY OF JACKSON     )

Terry J. Brady, being duly sworn, deposes and says:

1. I am a principal of Lathrop & Gage LC which firm maintains offices at 2345 Grand Blvd., Suite 2800, Kansas City, Missouri 64108.

2. Neither I, Terry J. Brady, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Lathrop & Gage has represented and advised the Debtors in possession with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Lathrop & Gage has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Lathrop & Gage proposed, to render the following services to the Debtors: Legal services and legal representation with respect to employment litigation and workers compensation claims and litigation.

5. Lathrop & Gage's current fees arrangements is hourly.

6. Except as set forth herein, no promises have been received by Lathrop & Gage or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Lathrop & Gage has no agreement with any entity to share with such entity any compensation received by Lathrop & Gage.

8. Lathrop & Gage and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Lathrop & Gage does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Terry J. Brady, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Lathrop & Gage is to be engaged.

10. The foregoing constitutes the statement of Terry J. Brady pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

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Terry J. Brady

Subscribed and sworn before me  
this 16<sup>th</sup> day of November, 2005

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Notary Public

Respectfully submitted,

LATHROP & GAGE L.C.

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Terry J. Brady (19038)  
2345 Grand Boulevard  
Suite 2800  
Kansas City, Missouri 64108-2684  
Telephone: (816) 292-2000  
Telecopier: (816) 292-2001

CERTIFICATE OF MAILING

Copy of the above and foregoing Affidavit of Legal Ordinary Course Professional  
mailed this 21st day of November, 2005, as follows:

Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098  
Attn: General Counsel

Skadden, Arps, Slate, Meagher & Flom  
333 West Wacker Drive, Suite 2100  
Chicago, IL 60606  
Attn: John Wm. Butler, Jr., Esq.

U.S. Trustee  
33 Whitehall Street, Suite 2100  
New York, NY 10044  
Attn: Alicia M. Leonhard, Esq.

Latham & Watkins  
885 Third Avenue  
New York, NY 10022  
Attn: Mark A. Broude, Esq.

Simpson, Thacher & Barlett LLP  
425 Lexington Avenue  
New York, NY 10017  
Attn: Marissa Wesley, Esq.

Davis Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017  
Attn: Marlane Melican, Esq.

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Peter J. Chung